

DRIL-QUIP INC  
Form 8-K/A  
January 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 2)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): October 20, 2011

**DRIL-QUIP, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**13550 Hempstead Highway**  
**Houston, Texas**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (713) 939-7711**

**77040**  
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

This Form 8-K/A amends our Form 8-K filed on October 25, 2011 as previously amended by our Form 8-K/A filed on December 12, 2011.

On January 16, 2012, Dril-Quip, Inc. (the Company) entered into an indemnification agreement (each, an Indemnification Agreement) with each of Blake T. DeBerry, President and Chief Executive Officer, James A. Gariepy, Senior Vice President and Chief Operating Officer, and James C. Webster, Vice President General Counsel and Secretary, pursuant to which the Company agrees to indemnify each of Mr. DeBerry, Mr. Gariepy and Mr. Webster to the fullest extent permitted by applicable law, from and against any and all losses, liabilities, claims, damages and certain expenses arising out of an event or occurrence related to the fact that he is or was a director or officer of the Company or is or was serving in another position at the request of the Company. The Indemnification Agreements are substantially similar to the Company's indemnification agreements with its other executive officers and directors. The foregoing description is qualified by reference to the terms of the Indemnification Agreements, a copy of the form of which is provided as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Form of Indemnification Agreement (incorporated herein by reference to the Company's Current Report on Form 8-K filed on October 17, 2005).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DRIL-QUIP, INC.

By: /s/ Jerry M. Brooks  
Jerry M. Brooks  
Vice President Finance and Chief Financial Officer

Date: January 18, 2012

**EXHIBIT INDEX**

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